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In re:	:	UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF NEW JERSEY
SHAPES/ARCH HOLDINGS L.L.C., <u>et</u>	:	
<u>al.</u>	:	CHAPTER 11
	:	
Debtors.	:	CASE NO. 08-14631(GMB)
	:	

**FIFTH INTERIM MONTHLY FEE STATEMENT OF PHOENIX MANAGEMENT
SERVICES, INC., RESTRUCTURING ADVISOR TO THE DEBTORS AND DEBTORS-
IN-POSSESSION, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JUNE 30, 2008 THROUGH AUGUST 3, 2008**

TO: HONORABLE GLORIA M. BURNS
UNITED STATES BANKRUPTCY JUDGE

This Fifth Interim Monthly Fee Statement for Compensation and Reimbursement of Expenses (the "Fifth Interim Fee Statement") is filed by Phoenix Management Services, Inc. ("Phoenix"), restructuring advisor to Shapes/Arch Holdings L.L.C. and its related debtor entities, the debtors and debtors-in-possession (collectively the "Debtors")¹, requesting compensation and reimbursement of expenses for services provided by Phoenix as restructuring advisor to the Debtors for the period from June 30, 2008 through August 3, 2008 (the "Fifth Interim Period").

¹ In addition to Shapes/Arch Holdings L.L.C. ("Shapes/Arch"), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. ("Shapes"); Delair L.L.C. ("Delair"); Accu-Weld L.L.C. ("Accu-Weld"); and Ultra L.L.C. ("Ultra").

Background

1. On March 16, 2008 (the "Petition Date"), the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code").
2. The Debtors are operating their businesses and managing their properties as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.
3. No trustee or examiner has been appointed in these cases.
4. An official committee of unsecured creditors (the "Committee") was appointed on March 31, 2008 and has been actively involved in these cases since that time.
5. By Order dated April 9, 2008, Phoenix was retained to represent the Debtors as its restructuring advisor in this bankruptcy proceeding, effective as of March 16, 2008.
6. On March 18, 2008, the Administrative Order Pursuant To 11 U.S.C. §§ 105(a) and 331 Establishing Procedures For Interim Compensation and Reimbursement of Expenses of Professionals (the "Compensation Procedures Order") was entered by the Court. Phoenix submits this Fifth Interim Fee Statement for compensation and reimbursement of actual, necessary costs and expenses for its service to the Debtors.

7. Phoenix's previously submitted Monthly Fee Statements, are as follows:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Fees Paid	Expenses Paid
4/23/08	March 16, 2008 thru March 30, 2008	\$41,385.00	\$253.81	\$33,108.00 (\$41,385.00 x 80%)	\$253.81
5/21/08	March 31, 2008 thru April 27, 2008	\$101,425.00	\$954.20	\$81,140.00 (\$101,425.00 x 80%)	\$954.20
6/12/08	April 28, 2008 thru June 1, 2008	\$141,864.00	\$1,485.68	\$113,491.20 (\$141,864.00 x 80%)	\$1,485.68
7/11/08	June 2, 2008 thru June 29, 2008	\$83,282.00	\$706.23	\$66,625.60 (\$83,282 x 80%)	\$706.23

8. During this Fifth Interim Period, Phoenix has been faithfully performing its duties under 11 U.S.C. § 327.

9. The Phoenix professionals who have rendered services in these cases for which Phoenix seeks compensation are reflected on the attached Exhibit "A", which provides the name of the professionals that have rendered services in these cases, their hourly rates and amount of time spent by each professional in these cases.

10. In accordance with the Compensation Procedures Order, and as set forth in Local Rule 2016-1 and the Court's General Order Adopting Guidelines Governing Procedures for Payment of Interim Compensation and Reimbursement of Expenses to Professionals, a detailed chronological itemization of the services rendered by each professional during the Fifth Interim Period, calculated by tenths of an hour, is attached hereto as Exhibit "B".

11. During the Fifth Interim Period, Phoenix provided services to the Debtors in the total amount of \$60,286.50.

12. Attached hereto as Exhibit "C" is a summary of the actual and necessary expenses incurred. During this Fifth Interim Period, Phoenix incurred actual and necessary expenses in the total amount of \$782.78.

13. Pursuant to the Compensation Procedures Order, Phoenix seeks approval of 80% of the total compensation equal to \$48,229.20 ($\$60,286.50 \times 80\%$) and 100% reimbursement of expenses (\$782.78) expended by Phoenix under this Fifth Interim Fee Statement, and for authorization for the Debtors to reimburse Phoenix for same.

WHEREFORE, Phoenix respectfully requests that, for the period from June 30, 2008 through August 3, 2008, a Fifth interim allowance be made to Phoenix in the total amount of \$48,229.20 ($\$60,286.50 \times 80\%$ total fees incurred during the Fifth Interim Period) for compensation and \$782.78 for reimbursement of actual, necessary costs and expenses and that such amounts be authorized for payment by the Debtors.

Dated: August 7, 2008

PHOENIX MANAGEMENT SERVICES, INC.

By: Michael E. Jacoby
Michael E. Jacoby

Submitted By,

COZEN O'CONNOR

By: /s/ Jerrold N. Poslusny, Jr.
Mark E. Felger
Jerrold N. Poslusny, Jr.

Attorneys for the Debtors